

WHISTLEBLOWER POLICY

General

Samaranta Mining Corporation and its subsidiary companies (collectively, the “**Company**”) requires its officers, employees, consultants and agents to observe high standards of professionalism and ethical conduct in maintaining the financial records of the Company and in upholding the requirements of the Company’s *Code of Business Conduct and Ethics*. This *Whistleblower Policy* is intended to encourage and enable the Company’s officers, employees, consultants and agents to raise serious concerns within the Company rather than seeking resolution outside the Company. To that end, the Company has implemented this *Whistleblower Policy*.

This policy applies to the Company’s officers, employees, consultants and agents (herein each being referred to as an “**Employee**”, collectively, “**Employees**”).

Purpose of Policy

This policy is intended to ensure that a confidential and anonymous process exists whereby Employees can express concerns or complaints about:

- the accuracy, fairness, or appropriateness of any of the Company’s accounting records, accounting policies, financial reports, internal accounting controls or auditing matters (collectively referred to herein as an “**Accounting and Control Matter**”); and/or
- a suspected violation of law or of the Company’s *Code of Business Conduct and Ethics* by the Company, a director of the Company or an Employee, including, without limitation, a conflict of interest a breach of applicable law, regulation, or rule, or what appears to be unethical fraudulent or other illegal behavior (collectively referred to herein as a “**Suspected Violation**”).

Good Faith and No Retaliation

The Company will not tolerate harassment, retaliation, adverse employment consequence, or any type of discrimination or victimization against any Employee (referred to herein as a “**Reporting Employee**”) who:

- makes a good faith complaint regarding an Accounting and Control Matter that may lead to incorrect, or misrepresentation in, financial accounting; and/or
- makes a good faith complaint about Suspected Violation of law or violation of the Company’s *Code of Business Conduct and Ethics* by the Company, a director of the Company, or an Employee.

The Company will not tolerate harassment, retaliation, adverse employment consequence, or any type of discrimination or victimization against any Employee or Reporting Employee who:

- provides information (or causes information to be provided) or assists in an investigation regarding an Accounting and Control Matter or a Suspected Violation; and/or
- files, testifies or participates in a proceeding relating to an Accounting and Control Matter or Suspected Violation.

An Employee who retaliates against another Employee in such circumstances is subject to discipline, consistent with the severity of the matter, up to and including termination of employment.

An Employee who reports a concern or complaint must be acting in good faith and have reasonable grounds for reporting the concern or complaint. Any concern or complaint which proves to have been reported maliciously or knowingly to be false will be viewed as a serious disciplinary offense and may be subject to discipline, consistent with the severity of the matter, up to and including termination of employment.

Reporting Procedures

A Reporting Employee is not expected to prove the truth of a reported concern or complaint, but must demonstrate to the person contacted that there are sufficient grounds for having made the report.

The Company maintains an open door policy and suggests that Employees share their questions, concerns, suggestions or complaints with the Chief Executive Officer or the Chief Financial Officer. If the Reporting Employee prefers to do so for any reason, the Reporting Employee may immediately use the following reporting procedures:

Reporting Accounting and Control Matters: Concerns and complaints relating to Accounting and Control Matters should be made in writing and directed to the Chair of the Audit Committee as follows:

By mail or courier to:

Private and Confidential to be opened to Addressee only
 Chair of the Audit Committee
 c/o Corporate Secretary
 Samaranta Mining Corporation
 Suite 880 – 580 Hornby Street
 Vancouver, BC V6C 3B6

Or by email to: auditchair@samaranta.ca

Reporting and Suspected Violation: Concerns and complaints relating to a Suspected Violation should be made in writing and directed to the Chair of the Corporate Governance and Nominating Committee:

By mail or courier to:

Private and Confidential to be opened to Addressee only
Chair of the Corporate Governance & Nominating Committee
c/o Corporate Secretary
Samaranta Mining Corporation.
Suite 880 – 580 Hornby Street
Vancouver, BC V6C 3B6

Or by email to: governancechair@samaranta.ca

Reporting to a Third Party: Whether reporting an Accounting and Control Matter or a Suspected Violation, if the Reporting Employee is not comfortable contacting those individuals indicated previously or, for any reason, prefers an alternate reporting avenue to those indicated previously, the Reporting Employee may immediately direct the concern or complaint in writing to the Company’s outside legal counsel at:

By mail or courier to:

Private and Confidential to be opened to Addressee only
Ms. Kathleen MacInnes
K MacInnes Law Group
Suite 1100 – 736 Granville Street
Vancouver, BC V6Z 1G3

Or by email to: kmacinnes@macinneslaw.com

Investigations of Concerns and Complaints

The Company’s Audit Committee will determine the proper treatment for all concerns and complaints relating to an Accounting and Control Matter.

The Company’s Corporate Governance and Nominating Committee will determine the proper treatment for all concerns and complaints relating to an expected Violation.

The Chair of the Audit Committee or the Chair of the Corporate Governance and Nominating Committee (herein each being a “**Committee**” and, collectively, the “**Committees**”), as applicable, will notify the

Reporting Employee to acknowledge receipt of the report. All reports will be dealt with promptly by the applicable Committee. Initial inquiries will be made to determine if an extensive investigation is appropriate, and the form it should take. Some concerns and complaints may be resolved by agreed action without the need for investigation. Appropriate corrective action will be taken as warranted by the investigation, as determined by the applicable Committee.

All submissions will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The Committee may retain independent legal counsel, accountants or other appropriate experts to assist in their investigations. The Company will pay all fees of such counsel, accountants or experts.

All Employees are required to fully co-operate with and assist the Committees, as requested, to investigate and resolve the matter at hand.

The Chair of the Audit Committee and the Chair of the Corporate Governance and Nominating Committee will maintain files of each concern or complaint received by each Committee, such files to include the original Reporting Employee's submission and a record of any and all corrective action taken, investigation results, and any related notes and reports. Such files are to be retained for a period of seven years. Each Chair may delegate this responsibility to the Corporate Secretary or legal counsel as desired.

The Reporting Employee will be informed, in general terms so as to avoid revealing confidential information, of the investigation's outcome.